

**TRUST BOARD**  
**25<sup>th</sup> February 2010**

<b>TITLE</b>	<b>Non Executive Director Designate</b>
<b>EXECUTIVE SUMMARY</b>	<p>Once the Trust is authorised as a Foundation Trust there is the opportunity to appoint an additional Non Executive Director in accordance with the draft Constitution.</p> <p>The paper recommends that the appointment process for an additional Non Executive Director designate commences once the Trust reaches the next phase of its Foundation Trust application.</p>
<b>BOARD ASSURANCE (Risk) / IMPLICATIONS</b>	As Foundation Trust the Board needs to be able to demonstrate robust governance, with the ability to lead, set strategy and ensure the delivery of a high quality and safe service. It is important the Board has the required skills and competencies, and has a balance of Non Executives and Executives.
<b>STAKEHOLDER / PATIENT IMPACT AND VIEWS</b>	The governance arrangements for the Trust once it becomes a Foundation Trust were included in the formal consultation process which took place in Autumn 2009, and were supported. The Board will need to be able to demonstrate to the new Council of Governors that a robust, equitable process of recruitment has been followed.
<b>EQUALITY AND DIVERSITY ISSUES</b>	The Board needs to be able to demonstrate that it is aligned to the diversity of the population it serves.
<b>LEGAL ISSUES</b>	The proposal to recruit an additional Non Executive designate is in accordance with the draft Constitution which was reviewed by the Trust's solicitors and is underpinned by the requirements of the NHS Act 2006.
<b>The Trust Board is asked to:</b>	Agree the recommendation to commence the appointment process for a Non Executive Designate.
<b>Submitted by:</b>	Aileen McLeish Chairman
<b>Date:</b>	15 <sup>th</sup> February 2010.
<b>Decision:</b>	For Agreeing.

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**Non Executive Director Designate**

## **1 Introduction**

Ashford and St Peter's Hospitals NHS Trust is progressing its application to become authorised as a Foundation Trust.

One of the benefits of achieving Foundation Trust status is increased local accountability. As a more autonomous organisation it is essential that it is well governed.

The Board has recently agreed its draft Constitution which is based on the requirements of the NHS Act 2006 and the Monitor Model template.

Part of the Constitution is the construct of the Board.

## **2 Board Composition**

When the Trust becomes a Foundation Trust it has been agreed that the Board shall comprise:

'The Chairman of the Trust

Up to 6 Non Executive Directors (excluding the chairman); and

Up to 7 Executive Directors including:

- (a) The Chief Executive;
- (b) The Finance Director;
- (c) The Director of Nursing and Quality;
- (d) The Medical Director;

The number of Executive Directors may be increased to 7 provided always that at least half the Board comprises Non Executive Directors. In the event of parity of the Board of Directors between the Non Executive Directors and the Executive Directors the Chairman will have the casting vote.'

The Trust currently has 5 Non Executive Directors and a Non Executive Chairman, and can therefore appoint an additional Non Executive Director when authorised.

## **3 Proposal**

It is proposed to appoint an additional Non Executive designate in advance of authorisation. This will strengthen the Board in the run up to authorisation and also ensure that a new Non Executive has sufficient time receive good induction process.

Initial discussions have taken place with the Appointments Commission and this approach is acceptable and one which has been followed by other aspirant Foundation

Trusts.

The points to note are:

1. The appointment can not be as a formal Non Executive as this would be above the level stated in the Trust's statutory instrument.
2. The post holder would have no formal position or accountability. While they can attend the Board and advise, they would not be able to vote.
3. The post holder would need to be formally appointed by the Council of Governors once it is established post authorisation.

#### **4 Appointment process**

Appointment of a Non Executive can take number of weeks and needs to be completed in an open and transparent framework.

The appointment of Non Executives for NHS trusts (and other public bodies) is handled by the Appointment Commission. Once the Trust becomes a Foundation Trust the responsibility passes the Council of Governors.

Whilst the Trust could seek alternative means of supporting the recruitment process there are significant benefits from commissioning the Appointments Commission. To handle the process. The role would be advertised via the Commission which could also draw on their database of interested individuals. We would be able to demonstrate that the recruitment process followed best practice. Unlike with public appointments we would have to pay the Appointments commission for carrying out this work.

A role description and person specification would be agreed for the additional Non Executive giving consideration to the recent review of skills on the current Trust Board. The requirements within the Constitution on eligibility (e.g. residency and criteria for disqualification; see Appendix 1 ) would be applied

It is proposed that the selection process would include an opportunity for the wider Board to meet interested candidates.

The interviews would comprise the Chairman, a further NED, and an outside assessor (e.g. chair of an existing Foundation Trust) and the Appointments Commission would support the process.

The intention would be to commence the recruitment process after the Trust has been referred to the Department of Health.

The conditions of appointment would mirror those of current NEDs but make clear that the post holder had no current statutory responsibility and would require formal appointment by the Council. It is likely that the Council would support the appointment as the Trust will be able to demonstrate a robust process which would reflect many of the steps to be followed once Ashford and St Peter's Hospitals NHS Trust becomes a Foundation Trust. In addition , it will be clear the person has been appointed based on merit

A decision will need to be taken on what the postholder is titled; this could potentially be Board Associate prior to submission of our application to Monitor and 'Non Executive Director Designate' once this stage has been reached. This follows advice provided by the Appointments Commission '.

## **5. Experience requirements**

Overall the Board needs someone with experience of managing a large complex organisation, particularly ones involved in service delivery. Bearing in mind our strategic priorities the range of skills the Board already has among the Non executive directors, it is proposed that we cast the net widely but look for candidates with experience in PR/mass communications, patient safety, community services and stakeholder management.

We should however also encourage people with other experience to apply as we would want to attract a high calibre individual to join the Board. We also need to reflect the community we serve in the composition of the Board and therefore should encourage applicants from ethnic minorities, women and geographically from Spelthorne and Woking. We can only appoint a candidate who lives within our catchment area.

## **6 Recommendation**

The Board is asked to agree to

1. The recruitment of an additional Non Executive Director designate when the Trust proceeds to the Department of Health phase of its Foundation Trust application.
2. The establishment of a sub group comprising the Chairman, one Non Executive Director and an external assessor to take forward the process as described in para 4 above and recommend an appointment to the Board.
3. Appointment of the Appointments Commission to handle the process (subject to agreement on terms)
4. The experience requirements of the new appointee (para 5 above)

**Submitted by:** Aileen McLeish  
Chairman

**Date:** 15<sup>th</sup> February 2010

**Annex 9D of the Constitution– Additional Provisions: Board of Directors**

**6. Disqualification**

The following may not become or continue as a member of the Board of Directors:

- 6.1 a member of the Council of Governors;
- 6.2 a spouse, partner, parent or child of a member of the Board of Directors;
- 6.3 a member of the LINK responsible for the Trust or its successor in title
- 6.4 a member of a local authority's Scrutiny Committee covering health matters;
- 6.5 a person who is the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
- 6.6 the Trust has been notified by an appropriate authority that their name appears on the sex offenders register
- 6.7 a person whose tenure in office as a chair or as a member or director of a Health Service Body has been terminated on the grounds that their appointment is not in the interests of the health service, non attendance at meetings, or for non-disclosure of a pecuniary interest;
- 6.8 a person who within the preceding two years has been dismissed, otherwise than by reasons of redundancy, from any paid employment with a Health Service Body;
- 6.9 in the case of a Non-Executive Director, a person who has refused without reasonable cause to fulfil any training requirement established by the Board of Directors;
- 6.10 a person who has refused to sign and deliver to the Secretary a statement in the form required by the Board of Directors confirming acceptance of the code of conduct for directors; or
- 6.11 in the case of a Non-Executive Director, a person who is no longer a member of the Public Constituency.